FORM D

UNITED STATES
SECURITIES AND EXCHANGE C
Washington, D.C. 2054

fix

FORM D

NOTICE OF SALE OF SECURITIES UZ03

PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	DATE RECEIVED								
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Serial

		ED OTT EREITO EXEC	111011	11 191	984
Name of Offering ( check if this OCIEE LLC	is an amendment and name	e has changed, and indicate ch	ange.)		
Filing Under (Check box(es) that apply)  Type of Filing New Filing	: Rule 504   Amendment	Rule 505 X Rule 506	Section 4	4(6) SULLOE	EDSMIA
	A. BASIC I	DENTIFICATION DATA		1/200	
1. Enter the information requested about	the issuer		<u> </u>	C JUM BU	2002 // / <sup>2</sup>
Name of Issuer ( check if this is a OCIEE LLC	an amendment and name ha	as changed, and indicate chan		The second second	
Address of Executive Offices (Number of coordine Vita Productions LLC, 112			Telephone Numb (404) 8	er (Including Area (173-2446	Çőde)
Address of Principal Business Operation (if different from Executive Offices)	ns (Number and Street same	t, City, State, Zip Code)	Telephone Numbersar	er (Including Area ( ne	Code)
Brief Description of Business Financing, producing, owning and	exploiting a theatrical m	otion picture.			<del></del>
Type of Business Organization					•
corporation limited part	nership, already formed	LLC, already formed	othe	er (please specify):	
business trust limited part	nership, to be formed	LLC, to be formed			PROCESSE
Actual or Estimated Date of Incorporation  Jurisdiction of Incorporation or Organization	ation: (Enter two-letter U.S		for State:	Estimated GA	JUL 2 2 2002
	CN for Canada; F	N for other foreign jurisdiction	лі <i>)</i>	- GIV	THOMSON
GENERAL INSTRUCTIONS					WINTOINE

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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	. 10 .1 011	A. BASIC IDENTI	FICATION DATA						
2. Enter the information requ		=							
• Each promoter of the issuer, if the issuer has been organized within the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
<ul> <li>Each executive officer a</li> </ul>	and director of co	rporate issuers and of cor	porate general and mana	ging partners of	f partnership issuers; and				
<ul> <li>Each general and management</li> </ul>	ging partner of pa	rtnership issuers.							
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	Managing Member				
Full Name (Last name first, i		ng Member (a Delawa	are LLC)						
Business or Residence Addre 1123 Zonolite Road, Suite			Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner Of Managing Member	Executive Officer	Director	Managing Member of Managing Member				
Full Name (Last name first, i Amy McGary	f individual)								
Business or Residence Addre c/o CineVita Productions									
Check Box(es) that Apply:	Promoter	Beneficial Owner of Managing Member	Executive Officer	Director	Managing Member of Managing Member				
Full Name (Last name first, i Kristen McGary	f individual)			·					
Business or Residence Addre c/o CineVita Productions		d Street, City, State, Zip lite Road, Suite A, Atlant							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member				
Full Name (Last name first, i	f individual)	· · · · · · · · · · · · · · · · · · ·							
Business or Residence Addre	ess (Number an	d Street, City, State, Zip	Code)		,				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member				
Full Name (Last name first, i	f individual)								
Business or Residence Addre	ess (Number an	d Street, City, State, Zip	Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member				
Full Name (Last name first, i	f individual)								
Business or Residence Addre	ess (Number an	d Street, City, State, Zip	Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Managing Member				
Full Name (Last name first, i	f individual)								

Business or Residence Address (Number and Street, City, State, Zip Code)

	A. BASIC IDENTI	FICATION DATA							
2. Enter the information requested for the foll	owing:		<u> </u>						
• Each promoter of the issuer, if the issuer has been organized within the past five years;									
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
Each executive officer and director of co.	rporate issuers and of corp	orate general and manag	ing partners of	partnership issuers; and					
• Each general and managing partner of pa	rtnorship issuers.			-					
Check Box(es) that Apply:  Promoter	Beneficial Owner	Executive Officer	Director	Managing Member					
Full Name (Last name first, if individual) CineVita Productions LLC, the Managir	ng Member (a Delawa	ire LLC)							
Business or Residence Address (Number at 1123 Zonolite Road, Suite A, Atlanta, GA		Code)	·						
Check Box(es) that Apply: Promoter	Beneficial Owner Of Managing Member	Executive Officer	Director	Managing Member of Managing Member					
Full Name (Last name first, if individual) Amy McGary									
Business or Residence Address (Number at c/o CineVita Productions LLC, 1123 Zono	nd Street, City, State, Zip ( plite Road, Suite A, Atlan								
Check Box(es) that Apply:	⊠ Beneficial Owner of Managing Member	Executive Officer	Director	⊠ Managing Member of Managing Member					
Full Name (Last name first, if individual) Kristen McGary									
Business or Residence Address (Number at c/o CineVita Productions LLC, 1123 Zono	nd Street, City, State, Zip ( olite Road, Suite A, Atlan								
Check Box(es) iliai Apply.	Beneficial Owner	Executive Officer	Director	Managing Member					
Full Name (Last name first, if individual)									
Business or Residence Address (Number at	nd Street, City, State, Zip (	Code)	-						
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	Managing Member					
Full Name (Last name first, if individual)									
Business or Residence Address (Number ar	nd Street, City, State, Zip (	Code)							
Check Box(es) that Apply:  Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	Managing Member					
Full Name (Last name first, if individual)									
Business or Residence Address (Number ar	Business or Residence Address (Number and Street, City, State, Zip Code)								
Check Box(es) that Apply: Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	Managing Member					
rull Name (Last name first, if individual)									
Business or Residence Address (Number ar	nd Street, City, State, Zip (	Code)		<del></del>					
(Use blank she	et, or copy and use additi	onal copies of this shee	t, as necessary.	)					

				В.	INFORMA	ATION AE	OUT OF	FERING					
			<i>;</i> .									Yes	No
i. Ha	s the issuer	sold, or do							-			نا	$\boxtimes$
							_	inder ULOI	Ξ.		\$		40.000
	•								Yes	_10,000 No			
3. Do	3. Does the offering permit joint ownership of a single unit?								$\boxtimes$				
cor per sta	ter the info nmission of son to be li tes, list the oker or deal	r similar rei sted is an a name of th	muneration associated r te broker or	for solicita person or a r dealer. If	tion of pure gent of a bi more than	chasers in c roker or de five (5) pe	onnection aler registers rsons to be	with sales o red with the listed are	f securities e SEC and	in the offeri	ng. If a tate or		
Fuli Nam	ie (Last nan	ne first, if i	ndividual)										
Business	or Residen	ce Address	(Number	and Street,	City, State.	, Zip Code	)	÷,	<del> </del>				
					<del></del>					<u>.</u>	·		
Name of	Associated	Broker or	Dealer										
States in	Which Per	son Listed	Has Solicit	ed or Inter	ids to Solic	it Purchase	ers						
	k "All State											□Al	l States
□AL	□AK	∐AZ	∐AK	□CA	□co	□CT	∐ט≝	□uc	□ E.P	∐GA	□нт		
☐IL	□IN	□IA	□KS	□KY	□LA	□ME	$\square$ MD	□MA	□MI	□MN	□MS		10
<b>□</b> MT	□NE	□MV		□nj	$\square$ nm	$\square$ NY	□MC	□ND		□ok	□or		2N
□RI	□sc	□sD	□TN	TX	UT	TV	□VA	□WA	□wv	□WI	□WY		₽R
	or Residen			and Street,	City, State,	, Zip Code)	)						
Name of	Associated	Broker or	Dealer										
States in	Which Per	son Listed	Has Solicit	ed or Inten	ds to Solic	it Purchase	rs				··		
	k "All State												States
□AL	∏AK	∐AZ	∐AK	□CA		∏CT □	DE	n	☐r.⊓	∐GA	□HT		
□IL	□IN	□IA	∐ks	□KY	□LA	☐ME	□MD	MA. □	□MI	□MN	□MS	<u> </u>	
TMT	□NE	□NV	□NII	□NJ	☐nm □nm	□NY	. Inc	□ND		□ok			
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riii Nam	e (Last nan	ne mrst, it i	naiviaiiai)										
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Dusiness	Of Residen	ce Address	(I validel a	na sacci,	City, State,	, Esp Code,							
Name of	Associated	Broker or	Dealer										
	Which Per					it Purchase	rs				<u></u>	<del></del>	
	k "All State	_											States
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

#### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt ...... 0 \$ Equity ..... 0 \$ Preferred Common ...... Convertible Securities (including warrants) 0 \$ ..... Partnership Interests \$ )..... 1,995,000 \$ Other (Specify LLC Interests \$803,994 . ....... Total 1.995.000 \$ \$803,994 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the Aggregate number of persons who have purchased securities and the aggregate dollar amount of their purchases on Number of Dollar Amount the total lines. Enter "0" if answer is "none" or "zero." of Purchases Investors Accredited Investors ..... 11 \$ \$803,994 ..... Non-accredited Investors · 0 S 11 S \$803,994 Total (for filings under Rule 504 only)..... Answer also in Appendix, Column 4, if filing under ULOE. 3 If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first

Type of

Security

...... 🔀 😘

Dollar Amount

Sold

0

0

1,000

25,000

U \$

0\_\$\_\_\_\_

0\_\$\_\_\_\_

0 \$

⊠ \$

**⊠** \$

sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

known, furnish an estimate and check the box to the left of the estimate.

Sales Commissions (specify finders' fees separately)

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a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not

.....

Other Expenses (identify) Blue Sky Filing Fees

......

.....

.....

...... 🖂 s

Type of offering

Rule 505

Rule 504

Regulation A

Total

Transfer Agent's Fees

Legal Fees

Accounting Fees

**Engineering Fees** 

Total

Printing and Engraving Costs

## APPENDIX

1		2		3			4			5
	Intend to sell to non-accredited			Type of security and aggregate	OCIEE LLC					cation under ULOE , attach
		tors in		offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			explanation of waiver granted) (Part E-Item 1)		
				LLC Interests	Number of Accredited	\$	Number of Non-Accredited	\$		rsuant to MIA
State	Yes	No	-		Investors	Amount	Investors	Amount	Yes	No
AL	ļ	X	\$	\$1,995,000	1	\$313,203				
AK		X	\$							
AZ		X	\$						<u> </u> 	
AR		X	\$						<u> </u>	
CA		.X	\$			•		, , , , , , , , , , , , , , , , , , ,		
СО	<u> </u>	×	\$							
CT		X	\$							
DE		X	\$							<u> </u>
DC	ļ	X	\$							
FL	[   	х	\$	·-						
GA		X	\$	\$1,995,000	8	\$320,152				
н		Х	\$							
ID		х	\$							
IL		×	5							
IN		Х	\$							
IA		×	\$		·					
KS		Х	\$							
KY		×	\$							
LA		Х	\$							
ME		х	\$							
MD	<u> </u>	Х	\$							
MA		×	\$							
MI		Х	\$							
MN		Х	\$							
MS		Х	£3							
МО		Х	\$							
MT		Х	\$							

# APPENDIX

1	2 3		4				5			
	Intend to sell to non-accredited investors in State (Part B-Item 1)  Type of security and aggregate offering price offering price (Part C-Item 1)			OCIEE LLC  Type of investor and amount purchased in State  (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
			LLC Interests	Number of Accredited	\$	Number of Non-Accredited	\$	NS	suant to	
State NE	Yes	No X	<u> </u>	Investors	Amount	Investors	Amount	Yes	No	
NV			\$							
NH		X	\$							
<del> </del>		X	\$							
NJ	 	X	\$							
NM		X	\$							
NY		Х	\$ 1,995,000	1	10,000		<del> </del>			
NC	<u> </u>	X	\$							
ND	<u> </u>	X	\$							
ОН		Х	\$		· · · · · · · · · · · · · · · · · · ·					
OK		Х	\$							
OR		X	\$							
PA		X	\$		- · · · · · · · · · · · · · · · · · · ·					
RI		Х	\$							
SC		X	\$							
SD		Х	<u> </u>							
TN		X	\$ 1,995,000	1	160,639					
TX		X	\$		· · · · · · · · · · · · · · · · · · ·		<del>^</del>			
UT		Х	\$	-						
VT		Х	\$							
VA		X	\$							
WA		Х	\$							
wv		Х	S							
WI		Х	\$						,	
WY		Х	\$		<del>* * * * * * * * * * * * * * * * * * * </del>					
PR		Х	\$							
FOR		X,	\$				·			
		Totals	Through 6/06/02:	11	803,994					

offerees.		, ,
	hat the issuer is familiar with the conditions that must be sati which this notice is filed and understands that the issuer cl anditions have been satisfied	
The issuer has read this notification and kn authorized person.	nows the contents to be true and has duly caused this notice	to be signed on its behalf by the undersigned duly
Issuer (Print or Type)  OCIEE LLC	Signature A. Man	Date   June 6, 2002

Managing Member of CineVita Productions LLC, the Managing Member

E. STATE SIGNATURE

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to

N/A Pursuant to NSMIA

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

CFR 239.500) at such times as required by state law.

### Instruction:

Name of Signer (Print or Type)

Amy McGary

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

b. Enter the difference between the aggregate of l and total expenses furnished in response to Part				. 4 070 000
gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross prior each of the purposes shown. If the amount for a check the box to the left of the estimate. The total gross proceeds to the issuer set forth in response to	ny purpose is not known, furnish a Lof the payments listed must equa	estimate and	\$	1,970,000
		Off Direc	nents to ficers, etors, & iliates	Payments To Others
Salaries and fees		····· 🖾 \$	<u> </u>	0
Purchase of real estate		· <u>····</u> 🖾 \$	o <u>⊠</u> \$	0
Purchase, rental or leasing and installation of mach	inery and equipment			
Construction or leasing of plant buildings and facil	ities			Û
Acquisition of other businesses (including the value hat may be used in exchange for the assets or secunerger)	e of securities involved in this of trities of another issuer pursuant	fering to a		
Repayment of indebtedness		~		0
. ,		⊠ \$		
Working capital (Film Production Expenses)		KZ 4		1,970,000
Other (specify)			<u>o</u> 🛭 \$	. 0
Column Totals		····· 🖂 <b>s</b>	o 🛮 s	1,970,000
Fotal Payments Listed (column totals added)	······································	········ 🖾 \$ _	1,970,000	
	D. FEDERAL SIGNATU	RE		
The issuer has duly caused this notice to be signed ignature constitutes an undertaking by the issuer to information furnished by the issuer to any non-acco	furnish to the U.S. Securities and	i Exchange Commission	, upon written reque	
ssuer (Print or Type)	Signature	7.	Date	,
OCIEE LLC	AND	Jan	June_	ر 2002 ر
Name of Signer (Print or Type)  Amy McGary	Title of Signer (Print or A Managing Member of)	<i>T</i> - 1	LLC, the Managir	g Member

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

# **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)